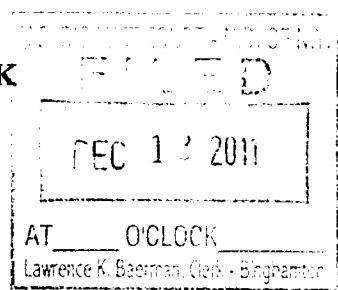


UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF NEW YORK

Wendy Fleischman and Cindy Cullen, )  
On behalf of themselves and all others )  
similarly situated, )  
Plaintiffs, )  
v. ) Civil Action No. 06-cv-0765-TJM-DRH  
Albany Medical Center; Ellis Hospital; )  
Northeast Health; Seton Health System; )  
St. Peter's Health Care Service, )  
Defendants. )



~~PROPOSED~~ ORDER GRANTING PLAINTIFFS' COUNSEL'S APPLICATION  
FOR AWARD OF ATTORNEYS' FEES, REIMBURSEMENT OF EXPENSES,  
AND INCENTIVE AWARDS FOR NAMED PLAINTIFFS

Upon Plaintiffs' Counsel's Application for Award of Attorneys' Fees, Reimbursement of Expenses, and Incentive Awards for Named Plaintiffs and upon consideration of all papers submitted thereon; NOW THEREFORE,

IT IS HEREBY ORDERED,

1. The Court hereby GRANTS Plaintiffs' Counsel's application for an award of attorneys' fees in the amount of \$2,115,120.45, to be paid in two installments from the settlement funds in this case. The first installment, in the amount of \$715,120.45, may be distributed immediately. The second installment, in the amount of \$1,400,000, shall be distributed from the second installment of the Ellis Settlement Amount when that installment is paid in June 2012. The Court finds that this award of attorneys' fees is reasonable under the six

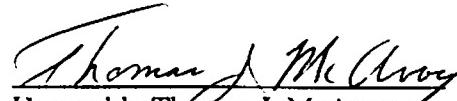
*Goldberger* factors. See *Goldberger v. Integrated Resources, Inc.*, 209 F.3d 43, 50 (2d Cir. 2000).

2. The Court hereby GRANTS Plaintiffs' Counsel's application for reimbursement of expenses in the amount of \$1,674,146.45, to be paid from the settlement funds in this case. The Court finds that Plaintiffs' Counsel reasonably and necessarily incurred these expenses to zealously represent the putative and certified Classes in this litigation.

3. The Court hereby AWARDS incentive payments in the amount of \$8,000 to named plaintiff Wendy Fleischman and \$8,000 to named plaintiff Cindy Cullen, to be paid from the settlement funds in this case. The Court finds these awards to be appropriate in light of the contributions made, and the risks assumed, by these class representatives in prosecuting this litigation on behalf of the putative and certified Classes.

IT IS SO ORDERED.

Dated: December 13, 2011

  
Honorable Thomas J. McAvoy  
Senior United States District Judge